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East Greenville, PA 18041
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MAILED BY FEDERAL EXPRESS
January 22, 1997

Secretary of State
Florida Department of State
Amendment Section - Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400002068184--3
-01/24/97--01094--002
*****35.00 *****35.00

RE: APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

Gentlemen:

Knoll

Enclosed is the above-referenced application which I desire to file on behalf of Knoll, Inc. (formerly known as Knoll North America, Inc.), along with the filing fee of \$35.00 and an original certificate from the Secretary of State for the State of Delaware verifying the filing of an Agreement of Merger and name change.

For your information, any and all mailings should be addressed to the undersigned at the following address:

Patrick A. Milberger
Vice President, Secretary and General Counsel
Knoll, Inc. - Law Dept.
1235 Water Street
East Greenville, PA 18041
Phone: 215-679-1335
Fax : 215-679-1013

Please process the within form as quickly as possible so that our records are current. If there is any additional information you need, please do not hesitate to contact me at the above number. Thank you.

Very truly yours,

Patrick A. Milberger
Patrick A. Milberger
Vice President, Secretary and
General Counsel
Encls.

SH 1/30
NC

FILED
97 JAN 24 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Knoll North America, Inc.
Name of corporation as it appears on the records of the Department of State.
2. State of Delaware 3. 3/27/91
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 2/29/96
5. Knoll, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
n/a

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
n/a

New Jurisdiction

FILED
97 JAN 24 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patrick A. Milberger
Signature

1/22/97
Date

Patrick A. Milberger
Typed or printed name

Vice President, Secretary & General Counsel
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "KNOLL NORTH AMERICA, INC.", FILED A CERTIFICATE OF AGREEMENT OF MERGER, CHANGING ITS NAME TO "KNOLL, INC.", THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 1996, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

8290203

DATE:

01-17-97